FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6) AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEP 20 UŠE ONL Serial Date Received

OMB APPROVAL

rage burden

3235-0076

April 30, 2008

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Name of Offering (☐ check if this i Odyssey Logistics & Technology Cor	s an amendment and name has changed, an poration Offering of Shares of Series C-	d indicate change.) I Preferred Stock		
Filing Under (Check box(es) that apply			ion 4(6) 🔲 ULC	DE
Type of thing.	A. BASIC IDENTIFICATION	N DATA		
1. Enter the information requested about	it the issuer			
Name of Issuer (☐ Check if this is at Odyssey Logistics & Technology Cor	amendment and name has changed, and in poration	dicate change.)		
Address of Executive Offices 39 Old Ridgebury Road, Danbury, C	(Number and Street, City, S		'elephone Number (l 203) 448-3900	Including Area Code)
Address of Principal Business Operatio (if different from Executive Offices)		tate, Zip Code)	elephone Number (Including Area Code)
Brief Description of Business				PROCESSE
Transportation and Logistics Service	s			SEP 2-6 2007
Type of Business Organization				
	☐ limited partnership, already formed☐ limited partnership, to be formed☐	othe	er (please specify):	THOMSON FINANCIAL
Actual or Estimated Date of Incorporat Jurisdiction of Incorporation or Organia	ion or Organization: zation: (Enter two-letter U.S. Postal Service CN for Canada; FN for other foreig	0 2 e abbreviation for Sta		□ Estimated

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those state that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

 Each beneficial owner h 	uer, if the issuer h	: as been organized within to vote or dispose, or direct	he past five years; the vote or disposition of,	10% or more of	a class of equity
securities of the issuer; Each executive officer a Each general and manage	and director of corp ging partner of part	orate issuers and of corpor inership issuers.	rate general and managing	g partners of part	nership issuers; and
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Maier, Raymond					
Business or Residence Address	(Numb	er and Street, City, State, Z	Cip Code)		
39 Old Ridgebury Road, Danbu	ıry, CT 06810				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)			-	
Shellman, Robert Business or Residence Address	Numb	er and Street, City, State, 2	(in Code)		
		er and Succe, City, State, 2	ip code)		
39 Old Ridgebury Road, Danbu Check Box(es) that Apply:	Promoter □	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Zalasin, Andrew					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
126 East 56th Street, New York,	NY 10022				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer		☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Hernon, Martin J.					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
30 Rowes Wharf, Boston, MA	02110				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Watson, James F.	*				
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
One Embarcadero Center, Suit		cisco, CA 94111 Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or
Check Box(es) that Apply:	☐ Promoter	Beneficial Owlier	☐ Executive Officer	M Director	Managing Partner
Full Name (Last name first, if inc	lividual)	 _			- #-
Kontogouris, Venetia					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)	<u> </u>	
325 Riverside Avenue, Westpor	rt, CT 06880				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
Van Schaik, Franz T. Business or Residence Address	Numb	per and Street, City, State, 2	Zin Code)		
15 Rue des Alpes, Geneva CH-	•				
and and the contract of the co	,,, , , , , , , , , , , , , ,	•			

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

		A. BASIC IDENTIFICA	TION DATA		
 Each beneficial owner h securities of the issuer: 	suer, if the issuer has aving the power to	as been organized within the vote or dispose, or direct	the vote or disposition of,		
Each executive officer a Each general and manage	nd director of corp sing partner of part	orate issuers and of corpor nership issuers.	ate general and managing	g partners of part	nership issuers; and
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				·
Straw, Edward M.					
Business or Residence Address	(Numbe	er and Street, City, State, Z	ip Code)		·
455 Central Park West, Apt. 20.	A, New York, NY	10023			
Check Box(es) that Apply:	☐ Promoter		☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Trident Capital					
Business or Residence Address	(Numbe	er and Street, City, State, Z	(ip Code)		
505 Hamilton Avenue, Suite 200), Palo Alto, CA 9	4301			
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)	_			
Boston Millennia Partners					
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)		
30 Rowes Wharf, Boston, MA	02110				
Check Box(es) that Apply:	□ Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				1.1
Logispring Investment Fund					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		<u> </u>
15 Rue des Alpes, Geneva CH-l	1201. Switzerland				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)	······································			
CMEA Ventures					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
One Embarcadero Center, Suit	te 3250, San Fran	cisco, CA 9411			
Check Box(es) that Apply:	☐ Promoter		☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)		<u> </u>	и.	
RRE Ventures Business or Residence Address	Alumb	er and Street, City, State, 2	Zin Code)	 -	
	•	and ouver, City, State, i	o.p coucy		
125 East 56th Street, New York		⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Check Box(es) that Apply:	☐ Promoter	M Delichelai Owliel	- DACCOURTE OFFICE		Managing Partner
Full Name (Last name first, if inc	dividual)				
Union Carbide Corporation		I Store C'r Co	75- C-40		
Business or Residence Address	(Numb	per and Street, City, State,	Zip Code)		

400 W. Sam Houston Pkwy. S., Houston, TX 77042

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. □ Director □ General and/or Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: □ Promoter Managing Partner Full Name (Last name first, if individual) East Bay Realty Services, Inc. (Number and Street, City, State, Zip Code) Business or Residence Address 1313 North Market Street, Wilmington, DE 19894-0001 ☐ Beneficial Owner □ Director ☐ General and/or ☐ Executive Officer Check Box(es) that Apply: □ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ General and/or □ Director Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Executive Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ General and/or ☐ Executive Officer □ Director Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address ☐ General and/or ☐ Beneficial Owner ☐ Executive Officer □ Director Check Box(es) that Apply: □ Promoter Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address ☐ Executive Officer □ Director ☐ General and/or Check Box(es) that Apply: □ Promoter □ Beneficial Owner Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) **Business or Residence Address** ☐ General and/or ☐ Promoter □ Beneficial Owner □ Executive Officer □ Director Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual)

(Number and Street, City, State, Zip Code)

Business or Residence Address

				B. INFO	RMATIO	N ABOUT	OFFERIN	₹G	-			
1. Has the iss	war cold or	does the is	cuer intend	to sell to r	on accredit	ed investor	s in this off	ering?				Ño ⊠
1. rtas inc 155	uer sola, or	does nie is										-
			Ansv	ver also in .	Appendix, (Column 2, i	f filing und	er ULOE.				
2. What is the	minimum :	investment	that will b	e accepted	from any in	dividual?					\$ Q	
												No -
3. Does the o											_	-
4. Enter the ir remuneration agent of a bro persons to be	for solicitat ker or deale listed are as	tion of pure er registered ssociated pe	hasers in co I with the S ersons of su	onnection w EC and/or	ith sales of with a state	securities i or states, li	n the offeri st the name	ng. If a per of the brok	son to be li cer or deale	isted is an a r. If more	associated than five	1 person or (5)
Full Name (La	ast name m	st, ii inuivi	uuaij									
Business or R	esidence A	ddress (Nui	mber and S	treet, City,	State, Zip C	Code)						
Name of Asso	ciated Bro	ker or Deale	er	·-				<u>.</u>	·			
States in Whi												A 11 C+-+
		or check ind [AZ]	dividual Sta [AR]	ites) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	All States [ID]
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[IL] [MT]	[NE]	[NV]	[NH]	[[K]]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Business or R	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)						
Name of Asso	ciated Bro	ker or Deal	er		•							
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States in Whi (Check ".					Sonch Purc							All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M1]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[HN]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (L	ast name fi	rst, if indivi	idual)									
Business or R	lesidence A	ddress (Nu	mber and S	treet, City,	State, Zip (Code)						
Name of Asse	ociated Bro	ker or Deal	er					· <u> </u>		.,		
States in Whi												All States
(Check "[AL]	All States" [AK]	or check in [AZ]	dividual St [AR]	ates) [CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
(IL)	[IN]	[AI]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[sc]	[SD]	[NT]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	(PR)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate Offering Price	Amount Already Sold	
	Debt			97
	Equity	3 4,999,999.c	<u> </u>	<u> </u>
	□ Common ⊠ Preferred			
	Convertible Securities (including warrants)	\$ 0	\$ <u>0</u>	
	Partnership Interests	\$ <u>0</u>	\$ 0	
	Other (Specify)	\$ <u>0</u>	s	
	Total	\$ 4,999,999.8	<u> \$ 4,999,999.8</u>	7
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amour of Purchases	
	Accredited Investors	21	\$4,999,999.8°	7
	Non-accredited Investors	_0	_ \$ <u>0</u>	_
			_	
	Total (for filings under Rule 504 only)		\$	
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		N/A	
	Type of offering	Type of Security	Dollar Amour Sold	
	Rule 505		s	
	Regulation A		\$	
	Rule 504			
	Total		s	•
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees	.,,	□ \$ <u></u>	
	Printing and Engraving Costs		□ \$	
	Legal Fees (approximate)		3 \$25,000 2 3 3 3 3 3 3 3 3 3 3	
	Accounting Fees		□ \$	
	Engineering Fees		_ S	
	Sales Commissions (specify finders' fees separately)		□ S	
	Other Expenses (identify)			
	Total (approximate)		S \$ 25,000	

C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSES AND USE C)FP	ROCEEDS	
b. Enter the difference between the aggreg I and total expenses furnished in respon "adjusted gross proceeds to the issuer."	<u>\$ 4,974,9</u> 99.87			
used for each of the purposes shown. If the	gross proceeds to the issuer used or proposed to be e amount for anypurpose is not known, furnish an e estimate. The total of the payments listed must equal at forth in response to Part C- Question 4.b above.			
are adjusted group processes to the sections			Payments to Officers, Directors, & Payments To Affiliates Others	
Salaries and fees			s	
Purchase of real estate			s □ s	
	tion of machinery and equipment		s □ s	
Construction or leasing of plant buildi	ngs and facilities		s □ s	
offering that may be used in exchange	ting the value of securities involved in this for the assets or securities of another	_	\$ □ \$	
Repayment of indebtedness		S D S		
- ·		_	ss4,974,999.8	
Other (specify):			s □ s	
			s	
Column Totals			<u>\$ 0</u> \(\begin{aligned} 	
Total Payments Listed (Column totals added)			a <u>\$ 4,974,999.</u> 87	
	D. FEDERAL SIGNATURE			
following signature constitutes an undertal	gned by the undersigned duly authorized person. If this no king by the issuer to furnish to the U.S. Securities and Exch e issuer to any non-accredited investor pursuant to paragrap	ange	Commission, upon written requet	
Issuer (Print or Type)	Signature		Date	
Odyssey Logistics & Technology Corporation	16 yn		September 14, 2007	
Name of Signer (Print or Type)	Title of Signer (Print or Type)			
Raymond G. Maier	Senior Vice President, Gener	al	Counsel and Secretary	

— ATTENTION ———

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

